

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

INFORMATION FOR FOREIGN LIMITED LIABILITY COMPANIES

Chapter 428, Hawaii Revised Statutes

Registered Office and Agent for Service of Process

Section 428-107 provides that a foreign limited liability company shall designate and continuously maintain in this State: (1) an office, which need not be a place of its business in this State; and (2) an agent and street address of the agent for service of process on the company. An agent shall be an individual resident of this State, a domestic entity, or a foreign entity authorized to transact business or conduct affairs in this State, whose business office is identical with the registered office.

Section 428-108 provides that a foreign limited liability company may change its registered office or registered agent by delivering to the director for filing, a statement of change setting forth the information required by this section.

Section 428-109 provides that an agent may resign as the registered agent by delivering a statement of resignation to the director for filing. The statement may include a statement that the registered office is also discontinued. The registered agent shall mail one copy of the statement of resignation to the limited liability company's registered office, if not discontinued, and one copy to the limited liability company at its principal office. The appointment of the registered agent shall terminate and the registered office discontinued if so provided, thirty-one days after the date on which the statement was filed.

Name Change

Section 428-1005.5 provides that whenever the name of a foreign limited liability company authorized to transact business in this State is changed by the amendment of its articles of organization, the foreign limited liability company shall, within sixty days after the amendment becomes effective, deliver to the director for filing a certificate evidencing the name change, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

If the certificate is in a foreign language, a translation under oath of the translator shall accompany the certificate. A fee of \$25.00 shall accompany the filing of the certificate.

If a foreign limited liability company authorized to transact business in this State changes its name to one that is substantially identical to the name of any business entity or trade name registered in this State, the foreign limited liability company shall not thereafter transact any business in this State until it has changed its name to a name that is available to it under the laws of this State or has otherwise complied with this chapter.

If a foreign limited liability company is unable to change its name to a name that is available to it under the laws of this State, it may deliver to the director a copy of a certificate of registration of a different name as a trade name and thereafter shall become authorized to transact business in this State under that name."

Cancellation

Section 428-1007 provides that a foreign limited liability company may cancel its certificate of authority to transact business in Hawaii by filing an application for cancellation. Forms are available from the department.

SEE REVERSE SIDE FOR MORE INFORMATION.

Annual Report

Section 428-210 provides that an annual report shall be filed within the time periods prescribed in subsections (c) and (d) that read as follows:

(c) Notwithstanding any other provision of this chapter to the contrary, annual reports reflecting the period from January 1, 2002, through December 31, 2002, that would otherwise be required, may be voluntarily filed with the department director if the annual report complies with the requirements of this section.

(d) Effective January 1, 2003, for a domestic or foreign limited liability companies whose date of organization or registration in this State falls between:

(1) January 1 and March 31, an annual report shall be filed on or before March 31 of each year and shall reflect the state of the company's affairs as of January 1 of the year when filed;

(2) April 1 and June 30, an annual report shall be filed on or before June 30 of each year and shall reflect the state of the company's affairs as of April 1 of the year when filed;

(3) July 1 and September 30, an annual report shall be filed on or before September 30 of each year and shall reflect the state of the company's affairs as of July 1 of the year when filed; and

(4) October 1 and December 31, an annual report shall be filed on or before December 31 of each year and shall reflect the state of the company's affairs as of October 1 of the year when filed;

provided that if a domestic or foreign limited liability company is organized or registered in the same year in which the annual report is due, the domestic or foreign limited liability company shall not be required to file an annual report for that year. Thereafter, the domestic or foreign limited liability company shall comply with the requirements of this section.

A \$15.00 fee must be paid upon filing of the report.

The annual report forms will be mailed to every company each year, and in order to assure receipt of the same, this department shall be notified in writing of any change of address. The notification must be signed by a manager of a manager-managed company or by a member of a member-managed company.

Section 428-1302 provides that failure to file the annual report within the prescribed time shall be subject to a penalty not exceeding \$100.00 for each thirty-day period that the delinquency continues.

Section 428-1006 provides that the director may revoke the certificate of authority of a foreign limited liability company to transact business in this State if the company has not, pursuant to Section 428-210, filed its annual report for a period of two years.

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).

Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov